

Philip Morris International Inc.
 Form 3
 April 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HOLSENBECK G PENN | | (Month/Day/Year) | Philip Morris International Inc. [PM] | |
| (Last) | (First) | 03/28/2008 | | |
| 120 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10017 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP & Corporate Secretary | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 98,762 ⁽¹⁾ | D | Â |
| Common Stock | 527 | I ⁽²⁾ | DPS |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Option (Right to Buy) | 01/31/2003 | 06/12/2011 | Common Stock | 5,801 | \$ 25.6426 (3) | D | Â |
| Option (Right to Buy) | 01/24/2002 | 01/26/2010 | Common Stock | 6,367 | \$ 23.8151 (3) | D | Â |
| Option (Right to Buy) | 08/04/2002 | 01/26/2010 | Common Stock | 8,403 | \$ 25.9224 (3) | D | Â |
| Option (Right to Buy) | 04/20/2004 | 01/26/2010 | Common Stock | 14,635 | \$ 23.4491 (3) | D | Â |
| Option (Right to Buy) | 03/30/2007 | 06/23/2008 | Common Stock | 13,345 | \$ 44.0485 (3) | D | Â |
| Option (Right to Buy) | 03/30/2007 | 06/29/2009 | Common Stock | 14,517 | \$ 44.0485 (3) | D | Â |
| Option (Right to Buy) | 03/30/2007 | 06/29/2009 | Common Stock | 5,081 | \$ 44.0485 (3) | D | Â |
| Option (Right to Buy) | 03/30/2007 | 01/31/2011 | Common Stock | 16,972 | \$ 44.0485 (3) | D | Â |
| Option (Right to Buy) | 03/30/2007 | 06/12/2011 | Common Stock | 9,819 | \$ 44.0485 (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLSENBECK G PENN 120 PARK AVENUE NEW YORK, NY 10017 | Â | Â | Â VP & Corporate Secretary | Â |

Signatures

G. Penn
Holsenbeck

04/01/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes shares or share equivalents of common stock of the Issuer in connection with the pro rata distribution by Altria Group, Inc. ("Altria") to its stockholders of 100% of the outstanding shares of the Issuer's common stock on March 28, 2008 (the "Spin-Off"). The total includes 7,420 shares of Restricted Stock and 20,750 shares of Deferred Stock of the Issuer received as a result of the Spin-Off in connection with the previously granted Altria awards. The number of Deferred Shares reflects 11,596 Deferred Shares of the Issuer in substitution of previously granted deferred shares awarded by Altria Group, Inc. on January 30, 2008 in accordance with the terms of the Employee Matters Agreement dated as of March 28, 2008 between Altria Group, Inc. and Philip Morris International Inc. in connection

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with the Spin-Off of Philip Morris International Inc. on March 28, 2008.

(2) Shares held in the Philip Morris International Deferred Profit Sharing Plan.

These options were originally granted by Altria. In connection with the Spin-Off, these options were split into options to acquire Altria

(3) Common Stock and Issuer's Common Stock in accordance with the anti-dilution terms of Altria's compensation plans and the Employee Matters Agreement dated March 28, 2008, between Altria and the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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